

Everest Re Group, Ltd. Nominating and Governance Committee Charter

The Board of Directors of Everest Re Group, Ltd. (the “Company”) has created pursuant to Bye-law 8 of the Company’s Bye-laws, a Nominating Committee which shall be known as the “Nominating and Governance Committee” (the “Committee”). The Board shall designate at least annually three or more independent directors as the Committee with authority, responsibility, and duties as described in this Nominating and Governance Committee Charter.

Purpose

The Committee shall (1) annually determine the appropriate size of the Board of Directors for adoption by the Board as permitted under Bye-law 11(a), (2) if necessary identify individuals qualified to become new Board members consistent with the criteria adopted by the Board of Directors in the Corporate Governance Guidelines (3) recommend to the Board the director nominees for the next annual meeting of shareholders (or any special general meeting of shareholders considering election or appointment of one or more directors) and for filling casual vacancies, and (4) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company and periodically evaluate and recommend to the Board any appropriate changes to the Corporate Governance Guidelines.

Committee Membership, Appointment and Removal

- The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”) and whatever additional requirements may be set forth in the Corporate Governance Guidelines. The members of the Committee shall serve until their successors are duly appointed and qualify, and shall designate from among their members the Chairman of the Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements. Except as expressly provided in this Charter, the Bye-laws of the Company or the Corporate Governance Guidelines of the Company, the Committee shall fix its own rules of procedure.
- The Committee shall meet at least two times annually, or more frequently as circumstances may dictate.
- The Committee shall have the authority to establish subcommittees to assist with its responsibilities.

Committee Authority and Responsibilities

- The Committee shall assess the need for new directors and define the qualifications for new directors in accordance with the Corporate Governance Guidelines.

When necessary the Committee shall actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Director Qualification Standards adopted by the Board of Directors and listed in the Corporate Governance Guidelines. This would include conducting appropriate inquiries into the background and qualification of the director candidates. The Nominating and Governance Committee shall consider candidates for Director who are nominated by Shareholders in accordance with the Company's Bye-laws.

- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Committee shall oversee the evaluation of the Board, its members and the senior management of the Company and make recommendations to the Board as appropriate.
- The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each year.
- Annually, the Committee, in conjunction with the Compensation Committee, shall recommend to the Board the amount of non-management director compensation.
- The Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
- The Committee shall take a leadership role in shaping the corporate governance of the Company and the conduct of the Board.